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derivatively on behalf of Hewlett-Packard Company*

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF CALIFORNIA

IN RE HEWLETT-PACKARD COMPANY
SHAREHOLDER DERIVATIVE LITIGATION

Master File NO. C-12-6003-CRB

THIS DOCUMENT RELATES TO:
ALL ACTIONS

**PLAINTIFF'S OPPOSITION TO
SUSHOVAN HUSSAIN'S MOTION
TO INTERVENE**

Date: August 25, 2014
Time: 9:30 a.m.
Dept.: Courtroom 6, 17th Floor
Hon. Charles R. Breyer

1 On June 30, 2014, derivative plaintiff Stanley Morrical on behalf of Hewlett-Packard
 2 Company ("Plaintiff") filed a Motion for Preliminary Approval of Derivative Settlement, seeking
 3 preliminary approval of the Stipulation of Settlement dated June 30, 2014 ("Settlement") and
 4 filed contemporaneously therewith. Doc. 149. The deadline to oppose the motion passed on
 5 July 14, 2014, and no opposition was filed.

6 On July 21, 2014, Sushovan Hussain, the former Chief Financial Officer of Autonomy,
 7 filed a Motion to Intervene to Challenge Settlement ("Motion") on the basis that (a) the
 8 Settlement adversely impacts his "indemnity or contribution" rights in any future litigation, and
 9 (b) the Settlement is "collusive and unfair" because the Plaintiff and his counsel decided to join
 10 forces with HP to pursue Hussain and others for HP's losses. Doc. 160. The Motion should be
 11 denied.

12 First, as discussed in HP's Memorandum in Opposition to the Motion (Doc. 165),
 13 Hussain admits that he seeks to intervene merely to protect his own interests, not those of HP.
 14 However, his personal rights are *not* negatively impacted by the Settlement. To the contrary, the
 15 release in the Settlement only covers shareholder derivative claims, and carves out direct claims.
 16 Similarly, the bar order benefits Hussain by reducing his liability with a judgment credit
 17 corresponding to the percentage of responsibility for the Company's loss, as is typical for such a
 18 term. Finally, Hussain's indemnity rights against HP and Autonomy are not impacted, to the
 19 extent he even has them. To avoid any doubt, the parties submitted a revised, proposed
 20 Approval Order and Final Judgment clarifying that Hussain can bring any claim he wants against
 21 HP or Autonomy. See Wolinsky Decl., Doc. 166, Exs. 1 and 3.

22 Second, the Settlement is neither collusive nor unfair. Indeed, Hussain offers no support
 23 for his accusations of sinister conduct by Plaintiff and his counsel, other than the fact that, after
 24 filing an action, Plaintiff and HP decided to join forces to pursue Hussain and other Autonomy
 25 officials based on their respective investigations and a months-long mediation process overseen
 26 by the former Chief Judge of this District. While Hussain is understandably uncomfortable with
 27 the direction the case is now taking, his professed interest in protecting HP from "unfair"
 28

1 settlement terms should be viewed with appropriate skepticism. In any event, there is no need
2 for Hussain to intervene to provide “careful scrutiny,” since HP shareholders already have the
3 right to review and comment on the Settlement at the Fairness Hearing.

4 For all these reasons, as well as those stated in HP’s Opposition which Plaintiff joins,
5 Hussain’s Motion to Intervene should be denied.

6
7 Dated: August 4, 2014

/s/ Mark. C. Molumphy

8 Mark. C. Molumphy

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